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OFFICE OF THE
EXECUTIVE SECRETARY

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June 24, 2000

VIA FEDERAL EXPRESS

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: Application of BroadStreet Communications, Inc. for a Certificate of Convenience and Necessity to Provide Facilities-Based and Resold Local Exchange and Intrastate Interexchange Telecommunications Services Within Tennessee. Docket No. 00-00249.

Dear Mr. Waddell:

On behalf of our client, BroadStreet Communications Inc. ("BroadStreet"), an applicant for a Certificate of Convenience and Necessity to provide telecommunications services in the State of Tennessee, we are pleased to inform you that BroadStreet has entered into a Credit Agreement, dated as of June 9, 2000 (the "Credit Agreement"), by and among BroadStreet, the Lenders party thereto ("Lenders"), and Lucent Technologies Inc., as Administrative Agent (in that capacity, the "Administrative Agent"). Pursuant to the Credit Agreement, the Lenders have extended credit facilities in the amount of \$120,000,000 to finance BroadStreet Communications, Inc.'s purchase of equipment and services and to provide financing and working capital for the operations of BroadStreet. We firmly believe that the creation of the credit facility enhances BroadStreet's financial qualifications to provide facilities-base and resold local exchange, and intrastate interexchange telecommunications services in the State.

In accordance with the terms of the Credit Agreement and the related Security Agreement, BroadStreet Communications, L.L.C., the holder of all of the issued and outstanding capital stock of BroadStreet (the "BroadStreet Stock"), has granted to the Administrative Agent, for the benefit of the Lenders, a security interest in the BroadStreet Stock, each of its subsidiaries have guaranteed the obligations under the Credit Agreement, and BroadStreet and each of its subsidiaries has granted to the Administrative Agent, for the benefit of the Lenders, a security interest in all of their respective assets (the "Pledged Assets"), to secure all obligations under the Credit Agreement as in effect from time to time. BroadStreet hereby informs you of the creation

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Mr. K. David Waddell

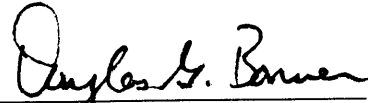
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of the pledge of the BroadStreet Stock and of the Pledged Assets to secure all obligations under the Credit Agreement. It is our understanding that delivery of this notice satisfies any obligation that may exist for BroadStreet to amend its application to inform the Commission of the creation of the security interest and the pledge of BroadStreet Stock and the Pledged Assets or to give notice of the pledge. In the event that any additional action is required, please promptly notify us, with a copy to Todd D. Rosenberg of O'Melveny & Myers LLP, 555 13th Street, N.W., Suite 500, West, Washington, D.C. 20004-1109.

Please date-stamp the enclosed copies of this notice and return (i) one copy to us in the self-addressed, postage-paid envelope which is provided, and (ii) the second copy to the Administrative Agent's counsel, Todd D. Rosenberg of O'Melveny & Myers LLP, in the addressed, postage-paid envelope which is provided.

Respectfully Submitted,



Douglas G. Bonner, Esq.
Louis J. Grimmelbein, Esq.
Counsel for BroadStreet
Communications Inc.

cc: Todd D. Rosenberg, Esq.
April A. Ingram, Esq.

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